



**PROPOSALS TO
THE ANNUAL GENERAL MEETING OF
ELEKTROBIT CORPORATION
25 March 2010**

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1. PROPOSAL BY THE BOARD OF DIRECTORS REGARDING THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND (ITEM 8 ON THE AGENDA OF THE GENERAL MEETING)

According to the parent company's balance sheet at 31 December 2009, the distributable assets of the parent company are EUR 66,546,891.53 of which the profit of the financial year is EUR 44,210,929.40.

The Board of Directors proposes to the General Meeting that no dividend shall be distributed.

Oulu, 15 February 2010

The Board of Directors



2. PROPOSAL BY THE SHAREHOLDERS FOR REMUNERATION OF THE BOARD OF DIRECTORS (ITEM 10 ON THE AGENDA OF THE GENERAL MEETING)

Shareholders who represent approximately 56.3 per cent of the shares in the company propose to the General Meeting that to the members of the Board of Directors to be elected be paid the following monthly remuneration for a term of office ending at the end of the next Annual General Meeting: to the Chairman of the Board of Directors EUR 3,500 and to the other members of the Board of Directors EUR 2,000 each. In addition, the Board members are entitled to compensation for the attended Board Committee meetings as follows: the Chairman of the Committee EUR 600 for each meeting and other Committee members EUR 400 for each meeting.

The above-mentioned shareholders furthermore propose that the travel expenses of the members of the Board of Directors be compensated in accordance with the company's traveling compensation policy.

Oulu, 15 February 2010



3. PROPOSAL BY THE SHAREHOLDERS FOR COMPOSITION OF THE BOARD OF DIRECTORS (ITEMS 11 AND 12 ON THE AGENDA OF THE GENERAL MEETING)

Shareholders who represent approximately 56.3 per cent of the shares in the company propose to the General Meeting that the number of members of the Board of Directors shall be five (5).

Shareholders who represent approximately 56.3 per cent of the shares in the company propose to the General Meeting that the following persons shall be re-elected members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting following the election: Mr. Jorma Halonen, Mr. Juha Hulkko, Mr. Seppo Laine, Mr. Staffan Simberg and Mr. Erkki Veikkolainen.

Oulu, 15 February 2010



4. PROPOSAL BY THE AUDIT AND FINANCIAL COMMITTEE OF THE BOARD OF DIRECTORS FOR THE REMUNERATION OF THE AUDITOR (ITEM 13 ON THE AGENDA OF THE GENERAL MEETING)

The Audit and Financial Committee of the Board of Directors proposes to the General Meeting that the remuneration for the Auditor to be elected will be paid against the Auditor's reasonable invoice.

Oulu, 15 February 2010

The Audit and Financial Committee



5. PROPOSAL BY THE AUDIT AND FINANCIAL COMMITTEE OF THE BOARD OF DIRECTORS FOR THE ELECTION OF AUDITOR (ITEM 14 ON THE AGENDA OF THE GENERAL MEETING)

The Audit and Financial Committee of the Board of Directors proposes to the General Meeting that Ernst & Young Ltd, Authorized Public Accountant Firm, with Jari Karppinen, APA, as responsible Auditor, be re-elected Auditor of the company for a term of office ending at the end of the next Annual General Meeting following the election.

Oulu, 15 February 2010

The Audit and Financial Committee



6. PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AMENDMENT OF THE ARTICLES OF ASSOCIATION (ITEM 15 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that Section 7 of the Articles of Association of the company be amended so that notice to the General Meeting shall be delivered three weeks before the General Meeting, at the latest, however no less than 9 days prior to the record date of the General Meeting.

Current wording

Amended wording

7. Notice to the meeting and registration

7. Notice to the meeting and registration

The notice convening a General Meeting shall be delivered not earlier than three months and not later than three weeks before the meeting by publishing it on the company's website or in one or more newspapers decided by the Board of Directors or by delivering the notice to each shareholder by a letter posted to the address reported by the shareholder in the shareholders register.

The notice convening a General Meeting shall be delivered not earlier than three months and not later than three weeks before the meeting, **however no less than 9 days prior to the record date of the General Meeting**, by publishing it on the company's website or in one or more newspapers decided by the Board of Directors or by delivering the notice to each shareholder by a letter posted to the address reported by the shareholder in the shareholders register.

A shareholder has the right to participate in the General Meeting when he/she has signed in for the meeting to the company not later than the day mentioned in the notice, which day may not be earlier than ten (10) days before the meeting.

A shareholder has the right to participate in the General Meeting when he/she has signed in for the meeting to the company not later than the day mentioned in the notice, which day may not be earlier than ten (10) days before the meeting.

The Articles of Association amended in accordance with the proposal are attached to this proposal.

Oulu, 15 February 2010

The Board of Directors

APPENDIX 1: New Articles of Association in their entirety



7. PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES (ITEM 16 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows.

The amount of own shares to be repurchased shall not exceed 12,500,000 shares, which corresponds to approximately 9.66 per cent of all of the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels the authorization given by the General Meeting on 19 March 2009 to decide on the repurchase of the company's own shares.

The authorization is effective until 30 June 2011.

Oulu, 15 February 2010

The Board of Directors



8. PROPOSAL BY THE BOARD OF DIRECTORS REGARDING AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES (ITEM 17 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows.

The amount of shares to be issued shall not exceed 25,000,000 shares, which corresponds to approximately 19.32 per cent of all of the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on 19 March 2009 to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares.

The authorization is effective until 30 June 2011.

Oulu, 15 February 2010

The Board of Directors



9. PROPOSAL BY THE BOARD OF DIRECTORS TO DISTRIBUTE FUNDS FROM THE SHARE PREMIUM FUND (ITEM 18 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that EUR 0.20 per share, corresponding at the date of the notice to the General Meeting an aggregate amount of EUR 25,882,538 based on the number of shares, be distributed to the shareholders from the share premium fund in the parent company's balance sheet as at 31 December 2009.

The distribution of the share premium fund requires public notice and registration procedure in accordance with Chapter 14, Sections 3-5 of the Companies Act. The distributable amount shall be paid after the Finnish National Board of Patents and Registration has given its consent to the distribution of the share premium fund which is expected to take place in July 2010, at the earliest. The Board of Directors proposes that it will be authorized to decide on the record date and payment date of the distribution as soon as possible after the consent of the Finnish National Board of Patents and Registration on the distribution of the share premium fund has been received.

The Board of Directors further proposes that if the company has contrary to the Board of Directors' proposal in item 8 decided to distribute dividends to the shareholders, the amount per share to be distributed from the share premium fund proposed above will be reduced by the amount per share of the distributed dividend. If the dividend is not determined as dividend per share, the Board of Directors proposes that the distributed dividend shall be converted to dividend per share, rounded to the nearest full cent and subtracted from the proposed amount per share.

The Board of Directors notes that if the General Meeting approves the Board's proposal regarding the distribution of the share premium fund, the share subscription right for the option rights 2005B, 2005C, 2005D, 2006A, 2008A and 2008B shall be amended by reducing the share subscription price by the same amount per share that is distributed from the share premium fund.

There are in total EUR 64,579,391.50 in the parent company's share premium fund at the date of this notice to the General Meeting and thus the maximum amount of the decrease of the share premium fund is EUR 64,579,391.50.

The amount of the company's restricted equity (EUR 77,520,660.50) compared to the company's liabilities (EUR 14,265,420.38) and the needs of the company's business is larger than needed. The distribution of the share premium fund in the proposed manner would strengthen the use of the company's assets after which the company would still have strong equity ratio and excellent liquidity to further develop the company's operations.

Oulu, 15 February 2010

The Board of Directors



10. PROPOSAL BY THE BOARD OF DIRECTORS TO TRANSFER THE FUNDS FROM THE SHARE PREMIUM FUND TO THE INVESTED NON-RESTRICTED EQUITY FUND (ITEM 19 ON THE AGENDA OF THE GENERAL MEETING)

The Board of Directors proposes to the General Meeting that the share premium fund in the parent company's balance sheet as at 31 December 2009 be decreased such that all the funds remaining in the share premium fund after the possible distribution of the share premium fund referred to in item 18 above shall be transferred to the company's invested non-restricted equity fund.

If the number of the company's shares does not change between the delivery of the notice to the General Meeting and the decrease of the share premium fund and if the General Meeting approves the Board of Directors' proposal in item 18 above regarding the distribution of the funds from the share premium fund by EUR 0.20 per share (in total by EUR 25,882,538), the amount of the decrease of the share premium fund on the basis of this item is EUR 38,696,853.50.

The decrease of the share premium fund as referred to in this item also requires public notice and registration procedure in accordance with Chapter 14, Sections 3-5 of the Companies Act. The decrease becomes effective when the procedure has ended.

The proposed decrease of the share premium fund would lead to a more flexible capital structure and would enable more efficient use of funds, including distribution of funds to shareholders without the public notice and registration procedure referred to in Chapter 14 of the Companies Act.

There are in total EUR 64,579,391.50 in the parent company's share premium fund at the date of this notice to the General Meeting and thus the maximum amount of the decrease of the share premium fund is EUR 64,579,391.50.

Oulu, 15 February 2010

The Board of Directors



APPENDIX 1: NEW ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF ELEKTROBIT CORPORATION

1. Company name and domicile

The name of the company is Elektrobot Oyj, in English Elektrobot Corporation, and its domicile is Oulu.

2. Objects of the company

The company's field of activities is the development, production and selling of software, equipment and other products for the automotive and electronics industry, the production of R&D services and other services as well as other industrial operations. The company may administer product and other rights and conduct research- and development operations, hold and trade securities and real-estate and conduct other investment activities.

3. Board of Directors

The Board of Directors accounts for the administration of company and the proper organization of its operations. The Board of Directors shall have no less than three (3) and no more than seven (7) members and may have one to three (1-3) deputy members.

The term of office of the members of the Board of Directors expires at the end of the following Annual General Meeting.

4. Chief Executive Officer

The company has a Chief Executive Officer appointed by the Board of Directors.

5. Representing

Persons representing the company are the Chairman of the Board and the Chief Executive Officer, separately, and any two members of the Board of Directors together.

6. Auditors

The company shall have one (1) auditor that has qualified as Certified Public Accountant and if the auditor is not an auditing company as defined by the law, one (1) deputy auditor shall be elected.

The term of office of the auditor expires at the end of the following Annual General Meeting.

7. Notice to the meeting and registration

The notice convening a General Meeting shall be delivered not earlier than three months and not later than three weeks before the meeting, however no less than 9 days prior to the record date of the General Meeting, by publishing it on the company's website or in one or more newspapers decided by the Board of Directors or by delivering the notice to each shareholder by a letter posted to the address reported by the shareholder in the shareholders register.

A shareholder has the right to participate in the General Meeting when he/she has signed in for the meeting to the company not later than the day mentioned in the notice, which day may not be earlier than ten (10) days before the meeting.



8. Annual General Shareholders' Meeting

The Annual General Meeting of the shareholders shall be held annually on the date appointed by the Board of Directors before the end of June.

At the meeting shall be

presented

1. the financial statement of the company and
2. auditor's report,

decided

3. upon the adoption of the financial statement,
4. upon measures to which the profit of the adopted balance sheet may give cause,
5. upon granting of the discharge from liability to the Board members and the Chief Executive Officer,
6. upon the number of the Board members,
7. upon the remuneration and the grounds of compensation of travel costs of the Board members,

elected

8. the Board members and, when needed, deputy members and,
9. the company's auditor and, when needed, deputy for the auditor.

9. Financial period

The financial period of the company is a calendar year.

10. Book-entry system

The shares of the company are recorded into the book-entry system.